

T&T MARINE, INC.
CERTIFICATE OF VALIDATION

June 29, 2017

FILED
In the Office of the
Secretary of State of Texas
AUG 04 2017

Corporations Section

The undersigned, being a duly authorized officer of T&T Marine, Inc., a Texas corporation (the "Corporation"), and acting in accordance with the provisions of Section 21.908 of the Texas Business Organizations Code ("TBOC") of the State of Texas, hereby issues this Certificate of Validation stating that:

1. The Board of Directors has adopted certain resolutions by Unanimous Written Consent in Lieu of a Meeting of Directors in substantially the form attached hereto as Exhibit A (the "Board Resolutions"), for purposes of adopting and ratifying in all respects an otherwise arguably defective corporate act.
2. The holders of at least a majority of the issued and outstanding shares of capital stock of the Corporation have adopted certain resolutions by Unanimous Written Consent in Lieu of a Meeting of Shareholders in substantially the form attached hereto as Exhibit B (the "Shareholder Resolutions"), for purposes of adopting and ratifying in all respects an otherwise arguably defective corporate act.
3. The Board Resolutions and the Shareholder Resolutions (together, the "Resolutions") were adopted by the Board of Directors, and holders of at least a majority of the issued and outstanding shares of capital stock of the Corporation, on the dates set forth in the Resolutions.
4. The Resolutions were duly adopted in accordance with Subchapter R of Chapter 21 of the TBOC, and all other applicable laws.
5. The TBOC (and its predecessor) provided a Certificate of Amendment was to have been filed and made effective, as of September 22, 1988, to increase the number of shares the Corporation was authorized to issue. The relevant provisions of such a Certificate of Amendment, had one been filed, are:

"The total number of shares of stock which the Corporation shall have authority to issue is 1,060 shares of common stock, par value \$1.00 per share."

6. No certificate was previously filed with the Secretary of the State of Texas with respect to the arguably defective corporate act which is now adopted and ratified in all respects by the Resolutions.

PLAINTIFF'S
EXHIBIT

2

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Validation to the Articles of Incorporation to be signed this 29th day of June, 2017.

By: Donna M. Teichman
Name: Donna M. Teichman
Title: President

EXHIBIT A
TO
CERTIFICATE OF VALIDATION
RESOLUTIONS

T&T MARINE, INC.

**UNANIMOUS WRITTEN CONSENT IN LIEU OF A MEETING
OF DIRECTORS**

The Undersigned, being all the directors of T&T Marine, Inc., (the "Corporation"), a Texas corporation, acting pursuant to the Texas Business Organizations Code ("TBOC") of the State of Texas, hereby consent to, approve and adopt the following resolutions:

WHEREAS Subchapter R to Chapter 21 of the TBOC provides for the ratification of unauthorized corporate actions, including the issuance of shares in excess of the number of authorized shares;

WHEREAS the Corporation issued common shares in excess of the number of authorized shares of common stock (the "defective corporate act");

WHEREAS such defective corporate act of the Corporation took place on or about September 22, 1988;

WHEREAS the defective corporate act involved the purported issuance by the Corporation of 900 putative shares of common stock to Henry R. Teichman on September 22, 1988;

WHEREAS at such time there was not a sufficient number of shares of common stock authorized by the Corporation's articles of incorporation for the issuance of such shares; and

WHEREAS the board of directors of the Corporation has determined it is in the best interest of the Corporation to approve the ratification of the defective corporate act;

NOW, THEREFORE, BE IT

RESOLVED, that the directors of the Corporation do hereby approve and ratify in all respects the purported issuance by the Corporation of 900 putative shares of common stock to Henry R. Teichman on September 22, 1988 (the "Ratified Corporate Action");

RESOLVED FURTHER, that the forgoing resolution be submitted to the shareholders for approval, after giving the notice required by Section 21.906 of the TBOC; and

RESOLVED FURTHER, that any officer or officers of the Corporation is hereby authorized and directed (a) to sign and deliver, in the name and on behalf of the Corporation, any and all documents, certificates, or instruments to be signed and delivered in connection with the Ratified Corporate Action and (b) to take all actions, on behalf of the Corporation, as they

determine to be necessary or desirable to effect the consummation of the Ratified Corporate Action.

RESOLVED FURTHER, that any actions taken by any officer or director of the Corporation prior to the date of the foregoing resolutions adopted hereby that are within the authority conferred thereby are hereby ratified, confirmed, and approved as the acts and deeds of the Corporation.

IN WITNESS WHEREOF, the Undersigned have executed this Consent on this 29th day of June, 2017.

Donna M. Teichman
Donna M. Teichman, Director

H. Kevin Teichman
H. Kevin Teichman, Director

Kelly M. Teichman
Kelly M. Teichman, Director

EXHIBIT B

TO
CERTIFICATE OF VALIDATION
RESOLUTIONS

T&T MARINE, INC.

**UNANIMOUS CONSENT IN LIEU OF A MEETING
OF SHAREHOLDERS**

The Undersigned, being all the shareholders of T&T Marine, Inc., (the "Corporation"), a Texas corporation, acting pursuant to the Texas Business Organizations Code ("TBOC") of the State of Texas, hereby consent to, approve and adopt the following resolutions:

WHEREAS Subchapter R to Chapter 21 of the TBOC provides for the ratification of unauthorized corporate actions, including the issuance of shares in excess of the number of authorized shares;

WHEREAS the Corporation issued common shares in excess of the number of authorized shares of common stock (the "defective corporate act");

WHEREAS such defective corporate act of the Corporation took place on or about September 22, 1988;

WHEREAS the defective corporate act involved the purported issuance by the Corporation of 900 putative shares of common stock to Henry R. Teichman on September 22, 1988;

WHEREAS at such time there was not a sufficient number of shares of common stock authorized by the Corporation's articles of incorporation for the issuance of such shares; and

WHEREAS the board of directors of the Corporation has determined it is in the best interest of the Corporation to approve the ratification of the defective corporate act;

WHEREAS the board of directors of the Corporation has formally adopted a resolution approving and ratifying in all respects the defective corporate act, a copy of which is attached hereto as Attachment 1;

WHEREAS the board of directors of the Corporation has recommended to the shareholders such resolution for adoption by the shareholders;

WHEREAS the Corporation has given, and the undersigned shareholders hereby acknowledge receiving, notice in accordance with Section 21.906 of the TBOC of the time, place, if any, and purpose of this meeting at least 20 days before the date of the meeting to each holder of valid shares and putative shares, at the address of the holder as it appears or most

recently appeared, as appropriate, on the Corporation's records, a copy of which is attached hereto as Attachment 2;

NOW, THEREFORE, BE IT

RESOLVED, that the shareholders of the Corporation do hereby approve and ratify in all respects the purported issuance by the Corporation of 900 putative shares of common stock to Henry R. Teichman on September 22, 1988 (the "Ratified Corporate Action"); and

RESOLVED FURTHER, that any officer or officers of the Corporation is hereby authorized and directed (a) to sign and deliver, in the name and on behalf of the Corporation, any and all documents, certificates, or instruments to be signed and delivered in connection with the Ratified Corporate Action and (b) to take all actions, on behalf of the Corporation, as they determine to be necessary or desirable to effect the consummation of the Ratified Corporate Action.

RESOLVED FURTHER, that any actions taken by any officer or director of the Corporation prior to the date of the foregoing resolutions adopted hereby that are within the authority conferred thereby are hereby ratified, confirmed, and approved as the acts and deeds of the Corporation.

IN WITNESS WHEREOF, the Undersigned have executed this Consent on this 29th day of June, 2017.

Donna M. Teichman
Donna M. Teichman, Shareholder


H. Kevin Teichman, Shareholder

Donna M. Teichman, Trustee
RUDY TEICHMAN FAMILY TRUST u/w of
Henry Rudy Teichman, dated August 7, 2012,
by Donna Marie Teichman, Trustee, Shareholder

Attachment 1

T&T MARINE, INC.

**UNANIMOUS WRITTEN CONSENT IN LIEU OF A MEETING
OF DIRECTORS**

The Undersigned, being all the directors of T&T Marine, Inc., (the "Corporation"), a Texas corporation, acting pursuant to the Texas Business Organizations Code ("TBOC") of the State of Texas, hereby consent to, approve and adopt the following resolutions:

WHEREAS Subchapter R to Chapter 21 of the TBOC provides for the ratification of unauthorized corporate actions, including the issuance of shares in excess of the number of authorized shares;

WHEREAS the Corporation issued common shares in excess of the number of authorized shares of common stock (the "defective corporate act");

WHEREAS such defective corporate act of the Corporation took place on or about September 22, 1988;

WHEREAS the defective corporate act involved the purported issuance by the Corporation of 900 putative shares of common stock to Henry R. Teichman on September 22, 1988;

WHEREAS at such time there was not a sufficient number of shares of common stock authorized by the Corporation's articles of incorporation for the issuance of such shares; and

WHEREAS the board of directors of the Corporation has determined it is in the best interest of the Corporation to approve the ratification of the defective corporate act;

NOW, THEREFORE, BE IT

RESOLVED, that the directors of the Corporation do hereby approve and ratify in all respects the purported issuance by the Corporation of 900 putative shares of common stock to Henry R. Teichman on September 22, 1988 (the "Ratified Corporate Action");

RESOLVED FURTHER, that the forgoing resolution be submitted to the shareholders for approval, after giving the notice required by Section 21.906 of the TBOC; and

RESOLVED FURTHER, that any officer or officers of the Corporation is hereby authorized and directed (a) to sign and deliver, in the name and on behalf of the Corporation, any and all documents, certificates, or instruments to be signed and delivered in connection with the Ratified Corporate Action and (b) to take all actions, on behalf of the Corporation, as they

determine to be necessary or desirable to effect the consummation of the Ratified Corporate Action.

RESOLVED FURTHER, that any actions taken by any officer or director of the Corporation prior to the date of the foregoing resolutions adopted hereby that are within the authority conferred thereby are hereby ratified, confirmed, and approved as the acts and deeds of the Corporation.

IN WITNESS WHEREOF, the Undersigned have executed this Consent on this 29th day of June, 2017.

Donna M. Teichman
Donna M. Teichman, Director

H. Kevin Teichman
H. Kevin Teichman, Director

Kelly M. Teichman
Kelly M. Teichman, Director